

August 2, 2011

OPINION OF COUNSEL to
Fred Klass, Director
Department of General Services

As Counsel for the Department of General Services, State of California, I have examined the original documents, public records and other instruments and have conducted such other investigations of fact and law as I deemed necessary with regard to the acquisition which is the subject of this financing transaction. I acknowledge that all-necessary proceedings by the State to authorize and execute Agency Order No./Contract No. _____, dated _____, and all subsequent alterations, between the State of California, Department of _____, and _____, as the State's designated Lender, have taken place and, therefore, am of the opinion that:

A. This purchase order/ STD.65 has been duly authorized, executed and delivered by the State acting through its duly qualified elected or appointed officers or agents in accordance with its terms and conditions, and

B. This purchase order/agreement is a legal, valid and binding obligation of the State of California.

COUNSEL FOR THE STATE

BY: _____

TITLE: _____

DATE: August 2, 2011